



Union Tank Car Company

39 South La Salle Street
Chicago, Illinois 60603
312/372-9500

Arthur B. Hillman
Secretary and
Assistant General Counsel

5-311A093

No.

NOV 07 1985

Date

Fee \$

20.00

ICC Washington, D.C.

RECORDATION NO. 6859

Filed 1425

NOV 7 1985 - 8 25 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 6859

Filed 1425

NOV 7 1985 - 3 25 PM

INTERSTATE COMMERCE COMMISSION

November 4, 1985

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Eighth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 4, 1985, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Harris Trust and Savings Bank, 111 West Monroe Street, Chicago, Illinois 60690 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of January 15, 1973, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 4 railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 27 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of January 15, 1973, which was recorded with your office on January 16, 1973, and assigned recordation number 6859. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.



A MEMBER OF THE MARMION GROUP OF COMPANIES

Page -2-
November 4, 1985

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "ABH/tg", written in dark ink.

ABH/tg

Enclosure

RUN DATE: 09/11/71
PAGE NO : 1

PROGRAM ACT81025

RUN DATE: 09/11/71
PAGE NO : 1

~~ARTIFICATE TRUST SERIES: R009~~

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PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTIONRUN DATE :
PAGE NO :

CERTIFICATE TRUST SERIES: R009

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
1	GONC	4,670	UNPX101000
18	GT	0	UNPX100266-UNPX100268, UNPX100272-UNPX100273, UNPX100276, UNPX100279, UNPX100281, UNPX100283- UNPX100284, UNPX100286-UNPX100287, UNPX100289, UNPX100292, UNPX100294, UNPX100301, UNPX100307, UNPX100319
1	LOC	3,000	80341
2	TM	20,000	58776, 58780
1	TMI	16,800	74815
1	TMI	17,000	76080
2	TMI	20,000	14046, 78275
1	TP	23,500	28408
<hr/>			
27	TOTAL		

6852N
REGISTRATION NO. 6852N Filed 1985

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

NOV 7 1985 -3 25 PM
INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Therese Grimm, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 21st day of October, 1985, from Harris Trust and Savings Bank to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 4th day of November, 1985.

Therese Grimm
Notary Public

MY COMMISSION EXPIRES 7/23/88

BILL OF SALE

**Harris Trust and Savings Bank
as Trustee under Equipment Trust Agreement**

Dated as of January 15, 1973 (Series 9)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Harris Trust and Savings Bank (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of January 15, 1973 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission on January 16, 1973, and assigned recordation number 6859.

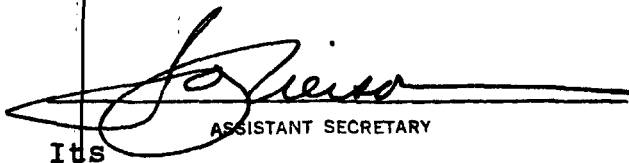
IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 21st day of October, 1985.

HARRIS TRUST AND SAVINGS BANK

By 
VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:


ASSISTANT SECRETARY
Its

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 21st day of October, 1985, before me, a Notary Public in and for said County, personally appeared _____

R. G. MASON and F.A. PIERSON to me personally known, who being by me duly sworn did say that they are respectively VICE PRESIDENT and ASSISTANT SECRETARY

of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by authority of the Board of Directors, and said _____

R. G. MASON and F.A. PIERSON acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

J. Muzzing
Notary Public

My Commission Expires:

My Commission Expires July 12, 1989

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

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